

 **BELLSOUTH**
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Nashville, TN 37201-3300

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2004 DEC 13 PM 3:45

Guy M. Hicks
General Counsel

T.R.A. DOCKET ROOM
615 214 6301

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December 13, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

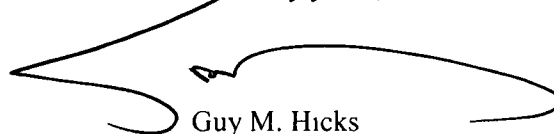
Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Madison River Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00429

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Madison River Communications, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated August 29, 2003. The Amendment adds adoption language to the General Terms and Conditions of the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc Vice President/General Counsel, Madison River Communications, LLC
Director Regulatory Affairs, Madison River Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Madison River Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND MADISON RIVER COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Madison River Communications, LLC ("Madison River") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated August 29, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Madison River and BellSouth state the following:

1. Madison River and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Madison River. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on October 6, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds adoption language to the General Terms and Conditions of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Madison River Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND MADISON RIVER COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Madison River Communications, LLC ("Madison River") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated August 29, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Madison River and BellSouth state the following:

1. Madison River and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Madison River. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on October 6, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds adoption language to the General Terms and Conditions of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Madison River and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Madison River within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Madison River and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

Madison River and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 13th day of Dec., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

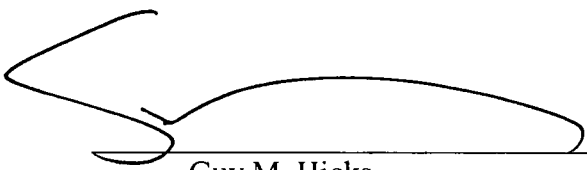
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 13th day of Dec., 2004:

Madison River Communications, LLC
Vice President/ General Counsel
103 South Fifth Street
P.O. Box 430
Mebane, NC 27302

Madison River Communications, LLC
Director Regulatory Affairs
103 South Fifth Street
P.O. Box 430
Mebane, NC 27302


Guy M. Hicks

**Amendment to the Agreement
Between
Madison River Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated August 29, 2003**

Pursuant to this Amendment, (the "Amendment"), Madison River Communications, LLC ("MRC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 29, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and MRC entered into the Agreement on August 29, 2003, and,

WHEREAS, BellSouth and MRC are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following.

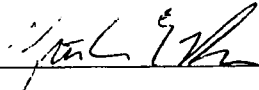
13 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to MRC any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted

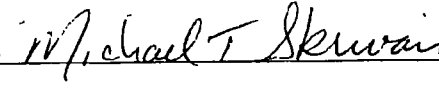
- 2 All of the other provisions of the Agreement dated August 29, 2003 shall remain unchanged and in full force and effect
- 3 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

Madison River Communications, LLC

By 

By 

Name Kristen Rowe

Name Michael T Skrivau

Title Director

Title VP Revenue

Date 10/26/04

Date: Oct 21, 2004